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PROPOSED COUNSEL FOR THE DEBTOR

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:	§	
	§	
Forest Park Medical Center, LLC	§	
	§	
Debtor.	§	Case No. 16-40302 (Chapter 11)

**APPLICATION FOR ORDER PURSUANT TO § 327(a) OF
THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT
AND RETENTION OF SPECTOR & JOHNSON, PLLC
AS COUNSEL FOR THE DEBTOR-IN-POSSESSION**

NO HEARING WILL BE CONDUCTED ON THIS APPLICATION UNLESS A WRITTEN OBJECTION IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AND SERVED UPON THE PARTY FILING THIS PLEADING WITHIN FOURTEEN (14) DAYS FROM THE DATE OF SERVICE UNLESS THE COURT SHORTENS OR EXTENDS THE TIME FOR FILING SUCH OBJECTION. IF NO OBJECTION IS TIMELY SERVED AND FILED, THIS APPLICATION SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT. IF AN OBJECTION IS FILED AND SERVED IN A TIMELY MANNER, THE COURT WILL THEREAFTER SET A HEARING UNLESS IT DETERMINES THAT AN EVIDENTIARY HEARING IS NOT REQUIRED AND THAT THE COURT'S DECISION WOULD NOT BE SIGNIFICANTLY AIDED BY ORAL ARGUMENT. IF YOU FAIL TO APPEAR AT ANY SCHEDULED HEARING, YOUR OBJECTION MAY BE STRICKEN. THE COURT RESERVES THE RIGHT TO SET A HEARING ON ANY MATTER.

Forest Park Medical Center, LLC (the "**Debtor**"), debtor and debtor-in-possession in the above-captioned case, requests by this application (the "**Application**") the entry of an order

authorizing the retention of Spector & Johnson, PLLC (the "**Firm**")¹ as its counsel. In support hereof, the Debtor respectfully represents as follows:

BACKGROUND

1. On February 21, 2016, a voluntary petition under Chapter 11 of the Bankruptcy Code was filed in this Court by the Debtor.
2. Pursuant to §§ 1107 and 1108 of the Bankruptcy Code, the Debtor is continuing to operate its business and manage its properties and assets as debtor-in-possession. No trustee, examiner or committee has been appointed in the Debtor's Chapter 11 case.
3. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the relief sought herein is 11 U.S.C. § 327(a).
4. The Debtor operates a hospital in Dallas, Texas.

RELIEF REQUESTED

5. By this Application, the Debtor seeks to employ and retain the Attorney as its counsel with regard to the prosecution of this Chapter 11 case, effective as of February 21, 2016. Accordingly, the Debtor respectfully requests the entry of an order pursuant to § 327(a) of the Bankruptcy Code authorizing it to employ and retain the Firm to perform the legal services that will be necessary during this Chapter 11 case.
6. The Debtor seeks to retain the Firm because of the Firm's experience and knowledge in the field of debtors' and creditors' rights and reorganizations under Chapter 11 of the Bankruptcy Code.
7. Subject to Bankruptcy Court approval in accordance with § 330(a) of the Bankruptcy Code, compensation will be payable to the Firm on an hourly basis, plus

¹ The Firm's name, address, telephone number and state bar number are reflected on the signature block below.

reimbursement of actual, necessary expenses and other charges incurred by the Firm. The hourly rates to be charged are the Firm's standard hourly rates for work of this nature. The Firm will also charge the Debtor for expenses in a manner and at rates consistent with charges made generally to other clients and consistent with the compensation guidelines adopted by this Court.

8. The professional services that the Firm will render to the Debtor include, but shall not be limited to, the following:

- (a) providing legal advice with respect to its powers and duties as debtor-in-possession;
- (b) preparing and pursuing confirmation of a plan and approval of a disclosure statement;
- (c) preparing on behalf of the Debtor necessary applications, motions, answers, orders, reports and other legal papers;
- (d) appearing in Court and protecting the interests of the Debtor before the Court; and
- (e) performing all other legal services for the Debtor which may be necessary and proper in this proceeding.

9. As disclosed in the Affidavit of Howard Marc Spector (the "**Spector Affidavit**") attached hereto as "**Exhibit A**", the Firm has not represented the Debtor, any of the Debtor's creditors, equity security holders, or any other parties-in-interest, or its respective attorneys, in any matter relating to the Debtor or its estate. As disclosed in the Affidavit, the Firm does not hold or represent any interest adverse to the Debtor's estate, the Firm is a "disinterested person" as that phrase is defined in § 101(14) of the Bankruptcy Code, and the Firm's employment is

necessary and in the best interests of the Debtor and its estate.

10. The Debtor tendered funds to the Firm pre-petition in the amount of \$80,000.00. Of this amount, \$1,717 was deducted for the filing fee for the above-captioned case and an additional \$1,325 was deducted to pay for pre-petition services rendered. Of the remaining \$76,958, \$38,000 is earmarked to serve as a retainer for the Firm for post-petition services, leaving a surplus of \$38,958 in the Firm's IOLTA account. The Firm will not withdraw any funds from its IOLTA trust account for services rendered and expenses, or for any other reason without court approval. No fees or expenses will be paid to the Firm from the retainer until such time as a fee application is submitted to and approved by this Court. The Firm will inform the Court of any additional retainer deposited.

11. Pursuant to Local Rule 2014(d), notice of this Application for an order has been given to the United States Trustee.

12. No previous application for the relief sought herein has been made to this Court.

13. No other professionals in the same profession have been employed pursuant to court order by the Debtor.

14. This Application incorporates by reference as if fully set forth herein the Statement under Rule 2016 of the Federal Rules of Bankruptcy Procedure and § 329 of the Bankruptcy Code attached hereto as "**Exhibit B**".

WHEREFORE, the Debtor respectfully requests entry of the annexed order authorizing the Debtor to employ and retain Spector & Johnson, PLLC, and granting such other and further relief as this Court may deem just and proper.

Dated: February 29, 2016.

Respectfully submitted,

By: /s/ David Genecov

David Genecov

Chairman of the Board of Managers for the Debtor

and

By: /s/ Howard Marc Spector

Howard Marc Spector

TBA #00785023

Spector & Johnson, PLLC

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(214) 365-5377

FAX: (214) 237-3380

EMAIL: hspector@spectorjohnson.com

PROPOSED COUNSEL FOR DEBTOR

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on February 29, 2016 a true and correct copy of the foregoing was served upon the Debtor, the United States Trustee, all secured creditors, all governmental units, the 20 largest unsecured creditors, and all parties who have filed a Notice of Appearance of Request for Notice in the case, as required by Local Rules 9013(f) and 2014(b) via U.S. First Class Mail, postage prepaid.

/s/ Howard Marc Spector

Howard Marc Spector

Secured Creditors

Callidus Capital Corporation
181 Bay Street
Ste 4620
Toronto, Ontrio M5j2t3
Canada

City Of Dallas
500 Elm Street
Records Building
Dallas, TX 75202-3504

Dallas County
500 Elm Street
Records Building
Dallas, TX 75202-3504

Dallas County Community College
District
500 Elm Street
Records Building
Dallas, TX 75202-3504

Parkland Hospital
500 Elm Street
Records Building
Dallas, TX 75202-3504

Richardson ISD
970 Security Drive
Richardson, TX 75081

20 Largest Unsecured

Ge Healthcare Financial Services
Po Box 641419
Pittsburgh, Pa 15264-1419a

Athas Health Llc/North American Spine
10740 N Central Expressway #275
Dallas, TX 75231

Kvs Hospital Suppliers Llc
Po Box 612151
Dallas, TX 75261-2151

Hta - Fp Tower Llc
Dept 2177
Po Box 11407
Birmingham, Al 35246-2177

Hta Fp Pavilion Llc
Dept 14
Po Box 674253
Dallas, TX 75267-4253

Bank Of The West
Dept La 23091
Pasadena, Ca 91185-3091

Tax Advisors Group Inc
12400 Coit Road # 1270
Dallas, TX 75251

Med One Equipment Services
10712 South 1300 East
Sandy, Ut 84094

Banc Of America Leasing
Po Box 100918
Atlanta, Ga 30384-0918

Dvo Sportz
2308 Brandywine
Mckinney, TX 75070

Speck Communications Llc
9505 Milltrail Drive
Dallas, TX 75238

Stryker Sales Corp
P O Box 70119
Chicago, Il 60673-0119

Medassets
Bank Of America Lockbox Svcs
Lockbox #742081
6000 Feldwood Road
College Park, Ga 30349

Med El Medical Electronics
Med El Corporation
2511 Old Cornwallis Rd
Suite 100
Durham, Nc 27713

King And Spalding Llp
Po Box 116133
Atlanta, Ga 30368-6133

Alpha Orthopedics Physician Grp Pa
6850 Tpc Drive - Suite 116
Mckinney, TX 75070

Acclarent Inc
16888 Collection Center Dr
Chicago, Il 60693-0168

Inpatient Physician Assoc Pllc
6901 Snider Plaza #130
Dallas, TX 75205

Howard Advertising
7951 Collin McKinney Pkwy
Ste 4033
McKinney, TX 75070

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Modern Biomedical Imaging Inc
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Dallas, TX 75267

Notice Of Appearance

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Dallas, TX 75201-6659

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Haynes And Boone, LLP
2323 Victory Avenue, Suite 700
Dallas, TX 75219

Debtor

Forest Park Medical Center, LLC
C/O The Management Company
At Forest Park Medical Center, LLC
12222 N. Central Expy., #440
Dallas, TX 75243

US Trustee

US Trustee
Office Of The U.S. Trustee
110 N. College Ave.
Suite 300
Tyler, TX 75702

Governmental Entities

Texas Assistant Attorney General
Attn: Jay W. Hurst
Bankruptcy & Collections Division
P.O. Box 12548
Austin TX 78711-2548

Texas Attorney General's Office
J. Casey Roy - Assistant Atty Gen.
Bankruptcy & Collections Division
P. O. Box 12548- Mc 008
Austin TX 78711-2548

United States Attorney
Eastern District Of Texas
600 East Taylor Street
Suite 2000
Sherman TX 75090

Texas Dept. Of State Health Services
Attn: Legal Dept.
P.O. Box 149347
Austin TX 78714

Internal Revenue Service
P.O. Box 7346
Philadelphia Pa 19101

Texas Attorney General's Office
Bankruptcy & Collections Division
P.O. Box 12548
Austin TX 78711-2548

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10th And Constitution Avenue, N.W.
Washington Dc 20530

Attorney General - State Of Texas
Attn: Ken Paxton
300 W. 15th Street
Austin TX 78701

U.S. Dept. Of Justice
Office Of The U.S. Attorney General
Attn: Loretta E. Lynch
950 Pennsylvania Avenue, Nw
Washington Dc 20530-0001

Howard Marc Spector
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PROPOSED COUNSEL FOR THE DEBTOR

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:	§	
	§	
Forest Park Medical Center, LLC	§	
	§	Case No. 16-40302
Debtor.	§	(Chapter 11)

**AFFIDAVIT OF HOWARD MARC SPECTOR IN SUPPORT
OF APPLICATION FOR ORDER PURSUANT TO § 327(a) OF
THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT
AND RETENTION OF SPECTOR & JOHNSON, PLLC AS
COUNSEL FOR THE DEBTOR-IN-POSSESSION**

STATE OF TEXAS)	
)	SS:
COUNTY OF DALLAS)	

HOWARD MARC SPECTOR, being duly sworn, deposes and says:

1. I am an attorney at law and a member-manager of Spector & Johnson, PLLC (the “**Firm**”). The Firm’s offices are located at 12770 Coit Road, Suite 1100, Dallas, Texas 75251. This Affidavit is submitted in support of the Application for Order Pursuant to § 327 of the Bankruptcy Code Authorizing the Employment and Retention of Spector & Johnson, PLLC, as Counsel for Forest Park Medical Center, LLC (the “**Debtor**”), debtor and debtor-in-possession.
2. I have reviewed my records and documents to determine the Firm’s connections with the Debtor, the Debtor’s creditors, and its attorneys and accountants.

3. Insofar as I have been able to ascertain based on the review referred to in paragraph 2, the Firm has no connections to the Debtor, its creditors, or any other party in interest herein, or its respective attorneys and accountants, except as follows:

The Firm has previously represented Tax Advisors Group, Inc. and Tax Advisors Group Sales and Use Tax, LLC (together the “**TAG Entities**”) in connection with its retention as a post-petition professional by Forest Park Medical Center at Southlake, LLC. The work performed by the Firm in connection with the retention was limited to reviewing pleadings drafted by counsel for Forest Park Medical Center at Southlake, LLC and obtaining signatures of the principal of the TAG Entities in connection with such retention pleadings. Upon information and belief the TAG Entities have ongoing relationships with the Debtor, Forest Park Medical Center at Frisco, LLC, Forest Park Medical Center at Ft. Worth, LLC, Forest Park Realty Partners III, LP, BT Forest Park Realty Partners, LP and possibly other affiliated entities of the Debtor. However, the only professional advice provided by the Firm to the TAG Entities was with respect to the bankruptcy filing of Forest Park Medical Center at Southlake, LLC. No professional advice has been provided to the TAG Entities with respect to the Debtor or any other affiliate of the Debtor (other than with respect to Forest Park Medical Center at Southlake, LLC as described above). Moreover, the Firm will not provide professional advice to the Debtor with respect to engagement of the TAG Entities by the Debtor.

Accordingly, the Firm and its attorneys are “disinterested persons” as that term is defined in § 101(14) of the Bankruptcy Code in that the Firm is not:

- (a) a creditor, equity security holder, or insider of the Debtor;
- (b) an investment banker for any outstanding security of the Debtor;
- (c) attorney for an investment banker of the Debtor;
- (d) a director, officer, or employee of the Debtor or of any investment banker specified in subparagraph (b) or (c) above.


4. The Debtor tendered funds to the Firm pre-petition in the amount of \$80,000.00. Of this amount, \$1,717 was deducted for the filing fee for the above-captioned case and an

additional \$1,325 was deducted to pay for pre-petition services rendered. Of the remaining \$76,958, \$38,000 is earmarked to serve as a retainer for the Firm for post-petition services, leaving a surplus of \$38,958 in the Firm's IOLTA account. The Firm will not withdraw any funds from its IOLTA trust account for services rendered and expenses, or for any other reason without court approval. No fees or expenses will be paid to the Firm from the retainer until such time as a fee application is submitted to and approved by this Court. The Firm will inform the Court of any additional retainer deposited.

5. The Firm shall apply for compensation for professional services rendered in connection with this Chapter 11 case subject to the approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, and Orders of this Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred. My hourly rate is \$325.00/hour. The other member of the Firm, Nathan M. Johnson, has an hourly rate of \$300.00/hour.

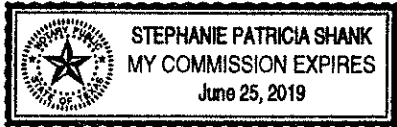
6. No promises have been received by the Firm as to compensation in connection with this case other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share any compensation received in connection with this Chapter 11 case.

7. I am not aware that any member of the Firm represents any interest adverse to the Debtor herein or its estate.



HOWARD MARC SPECTOR

SUBSCRIBED AND SWORN to before me as of this 29th day of February, 2016,
Howard Marc Spector.



Stephanie Patricia Shank
Notary Public In and For
the State of Texas

My Commission Expires: 6-25-19

Howard Marc Spector
TBA # 00785023
Nathan Johnson
TBA # 00787779
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PROPOSED COUNSEL FOR THE DEBTOR

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re: Forest Park Medical Center, LLC Debtor.	§ § § § §	Case No. 16-40302 (Chapter 11)
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**STATEMENT UNDER RULE 2016 OF THE FEDERAL RULES
OF BANKRUPTCY PROCEDURE AND § 329 OF THE BANKRUPTCY CODE**

1. Spector & Johnson, PLLC (the "**Firm**"), pursuant to Federal Rule of Bankruptcy Procedure 2016 (the "**Bankruptcy Rules**") and § 329 of chapter 11, title 11, United States Code (the "**Bankruptcy Code**"), states that the undersigned is proposed counsel for the above-captioned debtor (the "**Debtor**").

2. Compensation agreed to be paid by the Debtor to the Firm is to be for legal services rendered in connection with its case. The Debtor has agreed to pay the Firm for the legal services rendered or to be rendered in connection with this case on the Debtor's behalf. The Debtor also has agreed to reimburse the Firm for actual and necessary expenses incurred in connection with this case.

3. The Debtor tendered funds to the Firm pre-petition in the amount of \$80,000.00. Of this amount, \$1,717 was deducted for the filing fee for the above-captioned case and an additional \$1,325 was deducted to pay for pre-petition services rendered. Of the remaining

\$76,958, \$38,000 is earmarked to serve as a retainer for the Firm for post-petition services, leaving a surplus of \$38,958 in the Firm's IOLTA account. The Firm will not withdraw any funds from its IOLTA trust account for services rendered and expenses, or for any other reason without court approval. No fees or expenses will be paid to the Firm from the retainer until such time as a fee application is submitted to and approved by this Court. The Firm will inform the Court of any additional retainer deposited.

4. The Firm will seek approval of payment of compensation upon filing of appropriate applications for allowance of interim or final compensation pursuant to §§ 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, this Court's Local Rules and orders of this Court.

5. The services to be rendered include all those services set forth in the Application for Final Order Pursuant to § 327(a) of the Bankruptcy Code Authorizing the Employment and Retention of Spector & Johnson, PLLC as Counsel for the Debtor-in-Possession.

6. The Firm has not shared, nor agreed to share (a) any compensation received or that may be received with another party or person, or (b) any compensation another person or party has received or may receive.

Dated: February 29, 2016.

Respectfully submitted,

By: /s/ Howard Marc Spector
Howard Marc Spector
TBA #00785023

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